

## Escrow Services

*Effective risk mitigation solutions – anytime, anywhere*

When a transaction requires escrow services to mitigate financial performance risk, you need a provider who can make the arrangements quickly, accurately, intelligently, and who offers a variety of risk mitigation solutions to ensure that your transaction closes properly.

With JPMorgan Escrow Services, arranging an escrow facility is fast, flexible and efficient. We provide third-party asset safekeeping and controlled disbursement solutions to mitigate risk for many situations, including mergers and acquisitions, debt repayments, good faith deposits, buy/sell arrangements, like-kind exchanges and more.

Our flexible investment options ensure that your collateral needs are met in terms of liquidity, safety and return.

And, our experienced escrow officers understand the intricacies of transactions requiring escrow, so your escrow arrangement can be custom tailored to your deal's requirements.

JPMorgan Escrow Services ensure performance or commitments between two or more parties by having JPMorgan, acting as an independent third party, hold and disburse funds or other property until the performance or commitment is delivered upon.

Items that can be held in escrow pending the satisfaction of specified terms include: cash, securities, title documents, formulae, evidence of indebtedness, source codes, sensitive information or anything of value.

### Key features and benefits

- Easy document preparation; broad variety of standard documents
- Rapid turnaround on escrow agreements—in many cases within 24 hours
- Customized solutions designed to satisfy the need of every party
- Dedication to serving as your escrow fiduciary as long as you need us
- Wide variety of safe liquid deposit products

### Easy document preparation

Our Escrow Encyclopedia is an online compendium covering virtually every kind of escrow situation. Our innovative technology eliminates the first draft of an escrow contract and shortens the negotiating cycle.

### Rapid turnaround

The escrow arrangement is frequently the last detail to be decided upon. JPMorgan Escrow Services provides a rapid turnaround on escrow agreements—in many cases within 24 hours—so that your deal can close without delay.

### Focus

At JPMorgan Escrow Services, our staff deals exclusively with escrows. Years of training and experience allow us to deliver customized solutions that work for every client and that satisfy the needs of all parties. We can quickly review your deal and recommend an account structure that will work mechanically and make your transaction flow smoothly.

### Financial strength

Our expert, customized escrow solutions are backed by one of the nation's largest financial powerhouses. With over \$1.2 trillion in assets, JPMorgan is an escrow agent you can rely upon. We have chosen to remain committed to the trust business, and we will serve as your escrow fiduciary for as long as you need us.

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**For more information, please contact our Global Sales Manager, Pharra Gosserand at 212.623.1022, or visit our Web Site at [jpmorgan.com/info/escrow](http://jpmorgan.com/info/escrow)**

## WORLDWIDE SECURITIES SERVICES

### Daily valuation and monitoring

We can provide daily market values of financial assets held and can monitor a pledged portfolio for our clients.

### Security and access to funds

Security of escrow principal is crucial. Our escrow arrangements can be

structured so that they can be drawn upon at any time without any prior notice.

### Investment flexibility

We offer a comprehensive range of investment products, including AAA-rated money market mutual funds, daily liquidity products, structured

investments, separate account management and trade execution. We have escrow capabilities worldwide and can hold and disburse funds and securities denominated in any freely-traded currency.

Situation	Solution
Merger or acquisition escrow deposit	To ensure compliance with representations, warranties or performance covenants
Good faith deposit	To ensure compliance with a purchase and sale agreement
Subscription deposit	Pending the successful completion of an initial public offering or some other form of capital gathering, JPMorgan Escrow Services holds subscription deposits as escrow agent
Collateral accounts	Title to assets held in escrow to ensure underlying transaction, e.g. a loan arrangement
Debt repayment	Accounts receivables are deposited with JPMorgan Escrow Services as escrow agent for the payment of debt or other obligations
Litigation or arbitration awards	Pending finality of a court case or arbitration proceedings, funds are deposited with JPMorgan Escrow Services as escrow agent
Time sensitive	Deposits are held in escrow by JPMorgan Escrow Services pending future events, e.g. regulatory approval
Statutory escrow deposits	Mandated by law, e.g. licenses to do business, non-accredited reinsurance, environmental clean-up, etc.
Trading requirements	Escrowed deposits allow firms to transact business on a recognized exchange or secure counterparties on futures or derivatives transactions
Subcontracts or joint ventures	Revenue from the arrangement flows through an escrow account to ensure that both parties receive recompense for their share
Construction fund	Escrow deposits to be drawn down as construction progresses
Defeasance escrow deposits	Reduce debt from company's balance sheet by placing debt
Substitute for standby letter of credit	Escrow accounts can be cost-effective alternatives to standby letters of credit and performance bonds while providing the same risk mitigation
Like-kind exchanges	In a tax-advantaged transaction, JPMorgan Escrow Services holds the proceeds of a sale of property in escrow and, at the instruction of its client, disburses proceeds for purchase of property of like kind
Source code/secret formulae	JPMorgan Escrow Services holds a source code or secret formula in escrow to ensure continuity if the developer is dissolved or ceases to support the product
Reinsurance Trust	Based on NY Insurance Regulation 114, a collateral trust designed to give statutory credit for reinsurance from non-admitted reinsurers

JPMorgan is a marketing name for the financial services activities of JPMorgan Chase & Co. and its subsidiaries worldwide. Escrow Services may be offered through JPMorgan Chase Bank, N.A. and its affiliates, including JPMorgan Trust Company, N.A.